

By-laws
Of the College of
Homeopaths of Ontario

October 21, 2009

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By-laws of the College of Homeopaths of Ontario

1. INTERPRETATION

1.01 – Definitions

In these by-laws, unless otherwise defined or required by the context,

“Act” means the *Homeopathy Act, 2007* and includes the regulations made under it;

“Auditor” means the chartered accountant or firm of chartered accountants appointed by Council under article 4.14;

“Code” means the *Health Professions Procedural Code*, being Schedule 2 to the *Regulated Health Professions Act, 1991*;

“College” means the College of Homeopaths of Ontario;

“Committee” means a committee of the College and includes statutory, standing and ad hoc committees and any committee established by Council under these by-laws;

“Council” means the Council established under subsection 5(1) of the *Homeopathy Act, 2007* unless that Council is not yet in place, in which case, it means the transitional Council appointed by the Lieutenant Governor in Council under subsection 11(1) of the Act;

“Member” means a person registered with the College unless the College has not yet registered people, in which case, that term means a person who practices homeopathy and who is not yet registered;

“Professional Association” means an organized group of Members who promote and advocate for the interests of the profession but does not include a school whose sole purpose is to educate;

“Public Member” means a person described in clause 5(1)(b) of the Act and, for the transitional Council, means the members of the transitional Council who are not Members;

“Registrar” means the person appointed by Council as Registrar for the College unless section 5 of the Act is not yet in force, in which case, it means the person appointed as Registrar for the College under subsection 11(2) of the Act. The “Registrar” includes any person appointed as Deputy, Assistant or Acting Registrar; and

“RHPA” means the *Regulated Health Professions Act, 1991* and includes the regulations made under it.

1.02 – Singular and Plural / Masculine and Feminine

In these and all by-laws of the College, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine.

1.03 – Legislative References

Any reference in these and all by-laws of the College to a statute, a regulation or a section of a statute or regulation shall be deemed to apply to any re-enactment or amendment of that statute, regulation or section, as the case may be.

1.04 – Consistency with RHPA and Act

All provisions of these and all by-laws of the College shall be interpreted in a manner consistent with the RHPA and the Act and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.

1.05 – Calculating Time

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.06 – Holidays

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend.

2. GENERAL

2.01 – Head Office

The head office of the College shall be in the Province of Ontario, at such place as Council may determine from time to time.

2.02 – Forms

Certificates of registration and other documentation issued by the College shall be in such form as the Registrar shall provide, from time to time.

3. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

3.01 – General Signing Authority

Documents requiring execution by the College, such as a contract, may be signed by the Registrar together with one of the President, Vice-President or other such person as

Council may designate, and all documents so signed are binding upon the College without further authorization or formality.

3.02 – Other Signing Authority

Instead of, or in addition to, the persons specified in article 3.01, Council may appoint from time to time, any one or more officers or other persons to sign contracts, documents and instruments in writing on behalf of the College, whether generally or in relation to specific contracts, documents or instruments in writing.

3.03 – Seal

The seal, an impression of which is depicted below, shall be the seal of the College.

3.04 – Use of Seal

The seal of the College shall be affixed to any document that requires the College seal by a person authorized to sign the document on behalf of the College.

4. BANKING AND FINANCE

4.01 – Implementation

The following provisions relating to banking and finance shall take effect as soon as practicable after the College assumes direct control of its finances and prior to that time, the provisions will be applied as far as they reasonably can be to the College's approval of any spending by Health Force Ontario on the College's behalf.

4.02 – Fiscal Year

The fiscal year of the College shall commence on the first day of April and conclude on the last day of March the following year.

4.03 – Appointed Bank

Council shall appoint, from time to time, one or more Canadian banks chartered under the *Bank Act* (Canada) for the use of the College.

4.04 – Authorized Signatories for Amounts Less Than \$5,000

Subject to article 3.02, all cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount less than \$5,000 may be signed by the Registrar alone.

4.05 – Authorized Signatories for Amounts of \$5,000 or More

Subject to article 3.02, all cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount of \$5,000 or more shall be signed by the Registrar and one of the President, Vice-President or such other person as Council may designate.

4.06 – Borrowing

Subject to any limitation set out in these or any other by-laws of the College, Council may, by resolution,

- (i) borrow money on the credit of the College;
- (ii) limit or increase the amount or amounts that may be borrowed;
- (iii) issue, sell or pledge debt obligations of the College, including, but not limited to, bonds, debentures, notes or other liabilities, whether secured or unsecured; and
- (iv) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the College.

4.07 – Delegation of Borrowing Authority

Council may, from time to time, authorize one or more officers, Council members or employees of the College to exercise any or all of the powers set out in article 4.06 in such manner as Council shall determine.

4.08 – Budget

Council shall approve annually,

- (i) an operating expense and revenue budget for the College for each fiscal year; and
- (ii) a capital budget for the College for each fiscal year.

4.09 – Expenses

The President, Vice-President and the Registrar may approve purchases or leasing of goods and acquisition of services in accordance with the following:

- (i) the Registrar may authorize expenses not exceeding \$25,000 if the expenditure has previously been approved as an item in the College budget;
- (ii) the Registrar and one of the President, or Vice-President may authorize expenses in excess of \$25,000 if the expenditure has previously been approved as an item in the College budget;

- (iii) the Registrar may authorize expenses not exceeding \$5,000 if the expenditure has not previously been approved as an item in the College budget if the Registrar believes that the expenditure is necessary for the operations of the College; and
- (iv) the Executive Committee shall review any proposed expense exceeding \$5,000 if the item is not an expenditure in the College budget and make recommendations to Council for approval. If immediate action is required, the Executive Committee may approve the expenditure.

4.10 – Grants

The Executive Committee may negotiate the obtaining of a grant on behalf of the College but such agreements shall be approved by Council before they are finalized.

4.11 – Investments

Funds not immediately required by the College may be invested. The Executive Committee shall recommend, for the approval of Council, the investment strategies of the College as well as an investment dealer to implement investment of the College's funds in one or more of the following securities:

- (i) securities and debt instruments issued or guaranteed by any one or more of the following:
 - (a) the Government of Canada, or
 - (b) the Government of any province of Canada;
- (ii) securities and bank instruments guaranteed by a bank listed in Schedule I under the *Bank Act* (Canada) or such other financial institution approved by Council generally on the recommendation of the Executive Committee; and
- (iii) other investments approved by Council generally on the recommendation of the Executive Committee.

4.12 – Safekeeping

Securities and other financial documents will be held for safekeeping in the name of the College at its bank.

4.13 – Indemnification

Every Council member, Committee member and officer or employee or appointee of the College, including assessors, investigators and inspectors, and each of his or her heirs, executors and administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the College from and against:

- (i) all costs, charges, expenses, awards and damages whatsoever that he or she sustains or incurs in any action, suit or proceeding that is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (ii) all other reasonable costs, charges, expenses, awards and damages that he or she sustains or incurs in or about or in relation to the affairs of the College;

except such costs, charges, expenses, awards and /or damages as are occasioned by his or her own wilful neglect or default. Where the person is a commercial service provider (e.g., a private investigator hired to conduct an investigation), the College has discretion as to whether or not to provide indemnity.

4.14 – Appointment of Auditor

Council shall appoint a chartered accountant or a firm of chartered accountants to audit the accounts of the College and to prepare financial statements for each fiscal year.

4.15 – Term of Office

The Auditor shall remain in office until removed by Council.

4.16 – Audited Financial Statements and Report

The audited financial statements of the College, together with a signed and certified copy of the Auditor's report, shall be presented annually to Council.

4.17 – Deadline for Report

The report of the Auditor shall be prepared within one hundred and twenty (120) days of the close of the fiscal year for presentation to Council.

5. OFFICERS – GENERAL

5.01 – Officers of the College

The officers of the College shall be the President, Vice-President and such other officers as Council may determine from time-to-time.

5.02 – Term of Office

The term of office for each officer of the College shall commence immediately following their election as an officer and shall continue until the next election for officers, approximately one year later.

5.03 – Maximum Term

The maximum term in one office is three (3) consecutive, full-year terms.

6. ELECTION OF OFFICERS

6.01 – Eligibility for Nomination

Only a member of Council is eligible for nomination or election as an officer of the College.

6.02 - Election Procedure

At the first regular Council meeting after the elections for Council members, Council shall elect by secret ballot from among those members of Council eligible for election, the President, Vice-President and any other officer positions, in accordance with this by-law and the “Process for Election of Officers” set out in Schedule 1.

6.03 – Filling Vacancies (President)

In the event that the President is removed from office, resigns or dies or the position of President becomes vacant for any reason, the Vice President shall become the President for the remaining term of the office and the office of the Vice-President shall become vacant.

6.04 – Filling Vacancies (Vice- President)

In the event that the Vice-President is removed from office, resigns or dies or the position of Vice-President becomes vacant for any reason, Council may elect a new Vice-President to hold office for the remainder of the term.

7. DUTIES OF OFFICERS

7.01 – Duties of the President

The President shall:

- (i) if present, preside as Chair at all meetings of the Council unless the President designates an alternate Chair, including persons not on Council who would act as a non-voting Chair, for all or any portion of the meeting;
- (ii) serve as Chair of the Executive Committee;
- (iii) perform those duties assigned to the President in the by-laws; and
- (iv) perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be decided by Council.

7.02 – Duties of the Vice-President

The Vice-President shall:

- (i) perform the duties of the President in the event that the President is unable to perform those duties;
- (ii) perform those duties assigned to the Vice-President in the by-laws;
- (iii) serve on the Executive Committee; and
- (iv) perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be decided by Council.

7.03 – Duties of Other Officers

Any other officer of the College shall:

- (i) serve on the Executive Committee; and
- (ii) perform all duties and responsibilities as may be decided by Council.

8. THE REGISTRAR

8.01 – Appointment of Registrar

Except for the Registrar of the transitional Council, the Registrar shall be appointed by Council and, despite subsection 12(1) of the Code, the Executive Committee shall not exercise the authority of Council under this article.

8.02 – Duties of the Registrar

The Registrar shall be the Chief Executive Officer of the College and shall have such duties and responsibilities as are conferred by the Act, the RHPA, the by-laws and the policies of the College as well as such duties and responsibilities assigned to the position by Council.

8.03 – Acting Registrar

If a vacancy occurs in the office of the Registrar, the Executive Committee or Council shall appoint an Acting Registrar until a Registrar is appointed, and during extended absences, the Registrar may appoint, in writing, a senior staff member to serve as the Acting Registrar during the Registrar's absence.

9. COUNCIL - GENERAL

9.01 – Authority of Council

Council shall perform the functions assigned to it under the Act and the Code.

9.02 – Honoraria

The amount payable to members of Council who are Members for attendance at, travel to and preparation for the transaction of College business, shall be the amounts set out in Schedule 2, as approved by Council from time to time.

9.03 – Composition of Council

Council shall be composed of nine (9) Members and as many Public Members as are appointed by the Lieutenant Governor in Council in accordance with subsection 5(1) of the Act. This provision does not apply to the transitional Council. Despite this provision, Council remains properly constituted despite any vacancies.

9.04 – Term of Office

Except for those elected in 2012, in which case the term is as described in article 10.02, the term of office of an elected member of Council shall commence immediately after the election and shall continue for approximately three (3) years until his or her successor takes office in accordance with these by-laws, or until he or she resigns his or her office or is removed from Council, or until such other time designated by Council, whichever occurs first.

10. ELECTION OF COUNCIL MEMBERS

10.01 – Electoral Districts

The following electoral districts are established for the purposes of the election of Council members:

Electoral district one,
the Central district composed of *[To be completed later]*.

Electoral district two,
the East district composed of *[To be completed later]*.

Electoral district three,
the West district composed of *[To be completed later]*.

Electoral district four,
the North district composed of *[To be completed later]*.

10.02 – Election Date

An election of members to Council shall be held on a date determined by the Registrar between March and May, inclusive, of each year according to the following schedule:

- (i) there shall be an election for the East, West and North electoral districts in 2015 and every third year after 2015;
- (ii) there shall be an election for half of the positions in the Central electoral district in 2014 and every third year after 2014; and
- (iii) there shall be an election for the other half of the positions in the Central electoral district in 2013 and every third year after 2013.

10.03 – Number of Members Elected

The number of Council members elected each year shall correspond to the sum of,

- (i) the number of Council members whose terms of office have expired or will expire on the day of the elections, and
- (ii) the number of Council members whose seats have become vacant and have not been filled.

10.04 – Eligibility for Election

A Member is eligible for election to Council if the Member has been nominated in accordance with the by-laws, has completed and returned the conflict of interest questionnaire and if, on the deadline for the receipt of nominations and up to and including the date of the election,

- (i) the Member holds a certificate of registration;
- (ii) the Member is principally engaged in the practice of the profession in the electoral district for which he or she is nominated or, if the Member is not engaged in the practice of the profession, the Member principally resides in the electoral district for which he or she is nominated;
- (iii) the Member is not in default of payment of any fees to the College;
- (iv) the Member is not the subject of any disciplinary or incapacity proceeding;
- (v) the Member has not been the subject of any professional misconduct, incompetence or incapacity finding in the preceding three (3) years;
- (vi) the Member's certificate of registration has not been revoked or suspended in the preceding six (6) years for any reason other than non-payment of fees;
- (vii) the Member's certificate of registration is not subject to a term, condition, or limitation imposed by the Discipline Committee or the Fitness to Practice Committee;

- (viii) the Member has agreed to resign, before taking office, any position such as director, owner, board member, officer or employee that the Member holds with a Professional Association relating to homeopathy ;
- (ix) the Member has not been disqualified from Council within the preceding three (3) years;
- (x) the Member is not a member of a council of any other college regulated under the RHPA;
- (xi) the Member is not an employee of the College;
- (xii) the Member does not have a conflict of interest to serve as a member of Council or has agreed to remove any such conflict of interest before taking office;
- (xiii) the Member has substantially complied with the Election Guidelines of the College; and
- (xiv) the Member is not in any default of returning any required form or information to the College.

10.05 – Eligibility to Vote

A Member is eligible to vote in an election for members of Council if, on the day of the election, the Member

- (i) holds a certificate of registration;
- (ii) has his or her principal place of practice or, if the Member does not practice the profession, his or her principal place of residence, in the electoral district for which an election is being held;
- (iii) is not in default of any fees or other amounts owed to the College; and
- (iv) is not in default of returning any required form or information to the College.

10.06 – Disputes Decided by the Nominations and Elections Committee

Any disputes regarding a Member's eligibility to vote in an election shall be decided by the Nominations and Elections Committee.

10.07 – Notice of Election and Nominations

At least ninety (90) days before the date of an election, the Registrar shall notify every Member of the date of the election and of the nomination procedure, including the deadline for submitting nominations to the College.

10.08 – Nomination Deadline

The nomination of a candidate for election as a member of Council shall be in writing and shall be received by the Registrar at least sixty (60) days before the date of the election.

10.09 – Signed Nominations

The nomination shall be signed by at least two (2) Members who support the nomination and shall also be signed by the nominee as a signal of his or her consent to the nomination.

10.10 – Confirmation of Eligibility

The Registrar shall request every nominee to confirm his or her eligibility for election to Council in writing and any nominee who fails to provide such confirmation in the manner and by the deadline set by the Registrar shall not be eligible for election.

10.11 – Conflict of Interest Questionnaire

The Registrar shall request every nominee to complete and return a conflict of interest questionnaire and any nominee who fails to complete and return the questionnaire by the deadline set by the Registrar and in a form acceptable to the Nominations and Election Committee shall not be eligible for election.

10.12 – Personal Statement

The Registrar shall invite every nominee to provide a biography and personal statement by the deadline established by the Registrar, and any biography and personal statement that is not submitted by the deadline set by the Registrar and in the form acceptable to the Nominations and Election Committee, shall not be included with the materials sent to Members under article 10.16.

10.13 – Withdraw of Nominations

A candidate may withdraw from an election by giving notice, in writing, to the Registrar. Upon receiving written notice of a candidate's withdrawal from the election, the Registrar shall make reasonable efforts to remove the name of the candidate from the ballot and, if the Registrar is unable to remove the name of the candidate from the ballot in a sufficiently timely manner, the Registrar shall make reasonable efforts to notify the Members eligible to vote that the candidate has withdrawn from the election.

10.14 – Acclamation

If, following the deadline for the return of the conflict of interest questionnaire and the written confirmation of eligibility, the Registrar determines that the number of eligible candidates nominated for an electoral district is less than or equal to the number of members of Council to be elected in that district, the Registrar shall declare those candidates who are eligible for election to be elected by acclamation and shall notify the candidates and the membership of this result in the manner the Registrar deems most expedient and practical.

10.15 – Registrar’s Electoral Duties

The Registrar or, if the Registrar so requests, the Registrar with the assistance of the Nominations and Elections Committee, shall supervise and administer the election of candidates and, without limiting the generality of the above, the Registrar may, subject to the by-laws,

- (i) appoint returning officers and scrutineers;
- (ii) establish procedures and any necessary deadlines including procedures and deadlines relating to the receipt of nominations, biographies and personal statements and ballots;
- (iii) establish procedures for the opening and counting of ballots;
- (iv) provide for the notification of the results of the election to all candidates and Members;
- (v) provide for the destruction of ballots following an election; and
- (vi) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective.

10.16 – Voting Process

No later than thirty (30) days before the date of an election, the Registrar shall send every Member eligible to vote in the election a list of the eligible candidates, the biography and personal statement of every eligible candidate who has submitted one by the deadline established by the Registrar and in the form acceptable to the Nominations and Elections Committee, a ballot and an explanation of the voting process.

10.17 – Ballot Verification

Ballots returned to the College must be received by the College at or before the date and time specified for the election in order to be counted in the vote.

10.18 – Number of Votes Cast

A Member may cast as many votes on a ballot in an election of Members to Council as there are Members to be elected from that electoral district, but shall not cast more than one (1) vote for any candidate.

10.19 – Results

As soon as practicable after the ballots have been counted, the Registrar shall advise the membership of the results of the election and shall advise each eligible candidate of the results of the election, the number of votes he or she received and the candidate’s right to request a recount in accordance with article 10.21.

10.20 – Tie Votes

In the event that a winner cannot be declared because two (2) or more candidates have received the same number of votes, the Registrar shall break the tie, by lot.

10.21 – Request for Recount

A candidate may require a recount by delivering a written request to the Registrar no more than seven (7) days after the election date and paying a fee of \$200.

10.22 – Manner of Recount

The Registrar shall hold a recount no more than fifteen (15) days after receiving a written request and the recount shall be conducted in the same manner as the original counting of the ballots except that each of the candidates shall be entitled to attend and review the information relevant to the election results in person or by a representative and the Nominations and Elections Committee may, at the Registrar's request, assist the Registrar in the recount.

10.23 – Change in Results

In the event that the recount changes the election outcome, the candidate requiring the recount is entitled to reimbursement of the fee set out in article 10.21.

10.24 – Proxy Voting

A Member cannot vote in an election by means of a proxy.

10.25 – Referral of Disputes to Nominations and Elections Committee

If the Executive Committee is of the opinion that there are reasonable grounds to doubt or dispute the validity of the election of any member of Council, the Executive Committee shall refer the matter to the Nominations and Elections Committee.

10.26 – Report and Recommendation of Nominations and Elections Committee

Where a matter has been referred to the Nominations and Elections Committee under article 10.25, the Nominations and Elections Committee shall hold an inquiry into the validity of the election of the member of Council in question and, following the inquiry, shall make a report and recommendation to Council.

10.27 – Options Available to Council

Council may, after reviewing the report and recommendation of the Nominations and Elections Committee and subject to article 10.22, do one of the following:

- (i) declare the election result in question to be valid; or

- (ii) declare the election result in question to be invalid; and either
 - (a) declare another candidate to have been elected; or
 - (b) direct that another election be held.

10.28 – Minor Irregularities Not Fatal

Council shall not declare an election result to be invalid solely on the basis of a minor irregularity regarding the requirements of the by-laws or a procedure established by the Registrar and / or the Nominations and Election Committee.

10.29 – Disqualification of Elected Members

Council shall disqualify an elected member of Council, if the member,

- (i) resigns from Council;
- (ii) ceases to hold a certificate of registration;
- (iii) is in default of payment of any fee prescribed by College by-law for a period of more than sixty (60) days;
- (iv) is found to have committed professional misconduct or to be incompetent by a panel of the Discipline Committee;
- (v) is found to be incapacitated by a panel of the Fitness to Practice Committee;
- (vi) retains or obtains a responsible position such as director, owner, board member or officer, or retains employment or becomes an employee of any Professional Association relating to homeopathy;
- (vii) becomes a member of a council of any other college regulated under the RHPA;
- (viii) fails, without reasonable cause, to attend two (2) consecutive meetings of Council;
- (ix) is convicted of a criminal offence which, in the opinion of Council, is of such a nature that it warrants disqualification; or
- (x) fails, in the opinion of Council, to discharge properly or honestly any office to which he or she has been elected or appointed

10.30 – Registrar’s Receipt of Information

If the Registrar receives information which suggests that an elected member of Council meets one or more of the criteria for disqualification set out in article 10.29, the Registrar shall follow the procedure set out in article 15.02. Where the Registrar has reasonable and probable grounds to believe that a member of Council meets the criteria for disqualification and no one else has made a complaint, the Registrar shall make a complaint in writing.

10.31 – Effect of Disqualification

An elected Council member who is disqualified by Council ceases to be a member of Council and ceases to be a member of any Committee or working group of which he or she is a member.

10.32 – Filling of Vacancies

If the seat of an elected Council member becomes vacant less than twelve (12) months before the expiry of the member's term of office, Council may,

- (i) leave the seat vacant;
- (ii) appoint as an elected Council member a member who meets the criteria for eligibility for election set out in article 10.04 or
- (iii) direct the Registrar to hold a by-election in accordance with this by-law.

10.33 – By-Election

If the seat of an elected Council member becomes vacant more than twelve (12) months before the expiry of the member's term of office, Council shall direct the Registrar to hold a by-election in accordance with this by-law.

10.34 – Manner of Holding By-Elections

A by-election ordered by Council shall be held in the same manner and shall be subject to the same criteria and processes as a regular election, subject to any necessary modifications.

10.35 – Term of Office for Members Filling Vacancies

The term of office of a person appointed or elected to fill a vacancy shall commence on the day of the appointment or election, as the case may be, and shall continue until the date that the former Council member's term would have expired.

11. COUNCIL MEETINGS

11.01 – Location and Frequency of Meetings

A Council meeting shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for Council to conduct its business but shall, in any event, occur at least three (3) times per year.

11.02 – Notice of Meetings

The Registrar shall notify Council members of the meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted at least ten (10) days before the date of the meeting.

11.03 – Waiver of Notice

A Council member may, at any time, waive the requirement for notice of a meeting.

11.04 – Business at Meetings

Council may only consider or transact at a regular meeting:

- (i) matters on the agenda;
- (ii) matters brought by the Executive Committee or the Registrar;
- (iii) recommendations and reports by Committees;
- (iv) matters for which notice was given by a member of Council at the preceding meeting or where written notice has been given at least 30 (thirty) days in advance of the meeting; and
- (v) such other matters, not included on the agenda, as the majority of members in attendance determine to be of an urgent nature.

11.05 – Secretary

The Registrar shall serve as Secretary of Council.

11.06 – Chair

The President acts as Chair of Council unless the President has designated an alternate Chair, including a person not on Council who would act as a non-voting Chair, for all or any portion of the meeting. In the event that the President is absent and has not designated an alternate Chair, Council shall elect, from amongst their number, a Council member to serve as Chair at that meeting.

11.07 – Manner of Meeting

Any meeting of Council, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing) and persons participating in the meeting by such means are deemed to be present at the meeting.

11.08 – Quorum

Unless specifically provided for otherwise under the Act, the RHPA or the by-laws, a simple majority of Council members shall constitute a quorum for the purpose of a meeting.

11.09 – Simple Majority

Unless specifically provided for otherwise under the Act, the RHPA, or the by-laws, every motion which properly comes before Council shall be decided by a simple majority of the votes cast at the meeting by the Council members present.

11.10 – Chair Vote

If the Chair is a member of Council, he or she may vote.

11.11 – Tie Votes

In the event of a tie vote, the motion is defeated.

11.12 – Resolution

A resolution signed by all members of Council, including a resolution where all or some of the members of Council have signed by facsimile or email, is valid and effective as if passed at a meeting of Council held for the purpose.

11.13 – Rules

Except where inconsistent with the RHPA, the Act, or the by-laws, the rules of order for meetings of Council are set out in Schedule 3.

11.14 – Minutes

The Registrar shall ensure that accurate minutes of all Council meetings are recorded, approved and maintained at the College office.

11.15 – Adjournments

Whether or not a quorum is present, the presiding Chair may, from time to time, with the consent of the Council members present, adjourn any properly called meeting to a fixed time and place, and any matter brought before the original meeting may be considered and transacted at a reconvened meeting provided that a quorum is present.

11.16 – Calling Special Meetings

The President may call and convene a special meeting of Council:

- (i) at his or her discretion;
- (ii) upon receipt of the written request of any six (6) members of Council; or
- (iii) if a request is received from the Executive Committee under article 15.02.

11.17 – Notice of Special Meetings

Subject to article 11.18, the Registrar shall notify Council members of the special meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted, at least five (5) days prior to the date of the meeting. Council may only consider or transact at a special meeting those items of business contained in the notice.

11.18 – Special Meetings Without Notice

A special meeting may also be held without notice at any date, time and place provided that all members of Council are present in person or in a manner that allows them to participate in discussion simultaneously and instantaneously (including audio or video conferencing) or if all the absent Council members have consented, in writing or electronically, to the holding of such a special meeting.

12. COMMITTEES – GENERAL

12.01 – Duties and Responsibilities

The duties and responsibilities of each Committee shall be those set out in the RHPA, the Act, the by-laws and the Terms of Reference for that Committee, as approved by Council, where applicable.

12.02 – Non Statutory Committees

In addition to the following statutory Committees, which shall be constituted immediately,

- (i) the Executive Committee, and
- (ii) the Registration Committee,

the College shall initially have the following non-statutory Committees:

- (i) Professional Practice.

12.03 – Creation of Additional Non-Statutory Committees

In addition to the statutory Committees required by the Code, Council may establish and maintain any additional standing or special Committees, including Sub-Committees, Ad-

hoc Committees, planning groups and working groups, deemed necessary for the efficient function of the College. For example, prior to the first election of Council, the Council shall establish a Nominations and Elections Committee.

12.04 – Composition of Committees

Unless stated otherwise in the Code or the by-laws, every Committee of the College shall be composed of at least three (3) persons and shall include at least one (1) member of Council who is also a Member and at least one (1) Public Member.

12.05 – Ratios

The number of Committee members who are also Members shall, wherever possible, exceed the number of Committee members appointed by the Lieutenant Governor in Council.

12.06 – Vacancies

Despite anything in these by-laws, a Committee is properly constituted despite any vacancy so long as there are sufficient Members to form a quorum of the Committee or a panel of the Committee.

12.07 – Quorum

The quorum of any Committee is three (3) members unless otherwise provided in the Code or the by-laws or unless the Committee is composed of only three (3) members, in which case, the quorum for such a Committee shall be two (2) members.

12.08 – Panels

A committee may meet in panels selected by the Chair of the Committee.

13. SPECIFIC COMPOSITION AND SELECTION OF COMMITTEES

13.01 – Executive Committee

The Executive Committee shall be composed of the President, the Vice-President and three (3) members of Council. Three (3) members of the Executive Committee shall be Members and two (2) members of the Executive Committee shall be Public Members.

13.02 – Registration Committee

The Registration Committee shall be composed of:

- (i) three (3) Members who are members of Council;

- (ii) two (2) Public Members who are members of Council; and
- (iii) up to three (3) Members who are not members of Council.

13.03 – Inquiries, Complaints and Reports Committee

[To be completed later]

13.04 – Discipline Committee

[To be completed later]

13.05 – Fitness to Practise Committee

[To be completed later]

13.06 – Quality Assurance Committee

[To be completed later]

13.07 – Patient Relations Committee

[To be completed later]

13.08 – Appointment of Committee Members and Members of Working Groups

Unless otherwise stated in the by-laws, every Committee member and every member of a working group shall be appointed by Council, with the exception of the Executive Committee, whose members shall be elected to office.

13.09 – Appointment of Non-Council Members

Subject to any specific composition requirements in these by-laws, Council may, at its discretion, appoint Members who are not members of Council to any Committee or working group.

13.10 – Term of Office of Committee Members

The term of office of a Committee member shall commence immediately after the appointment and shall continue for approximately one (1) year.

13.11 – Chairs

Unless stated otherwise in these by-laws, the Chair or Chairs of each Committee shall be appointed by Council.

13.12 – Decisions Regarding Appointments

In making an appointment under article 13.08 or 13.09, Council shall take into consideration the location of practice, if applicable, as well as the experience, expertise, availability and other qualifications and characteristics of the Member or other person, in order to complement the attributes of the other Committee members or members of the working group.

13.13 – Eligibility for Appointment

A Member is eligible for appointment to a Committee or a working group if, on the date of the appointment,

- (i) the Member holds a certificate of registration;
- (ii) the Member is not in default of payment of any fees prescribed by College by-law;
- (iii) the Member is not the subject of any disciplinary or incapacity proceeding;
- (iv) the Member has not been the subject of any professional misconduct, incompetence or incapacity finding in the preceding three (3) years;
- (v) the Member's certificate of registration has not been revoked or suspended in the preceding six (6) years for any reason other than non-payment of fees;
- (vi) the Member's certificate of registration is not subject to a term, condition, or limitation imposed by either the Discipline Committee or the Fitness to Practice Committee;
- (vii) the Member has agreed to and does resign, before taking office, any position such as director, owner, board member, officer or employee that the Member holds with a Professional Association relating to homeopathy;
- (viii) the Member has not been disqualified from Council within the preceding three (3) years;
- (ix) Member is not a member of a council of any other college regulated under the RHPA;
- (x) the Member is not an employee of the College; and
- (xi) the Member is not in any default of returning any required form or information to the College.

13.14 – Removal of Committee Members and Members of Working Groups

Despite the other provisions of this by-law that permit the removal of a Committee member or member of a working group in specific circumstances, Council may also remove a member of a Committee or a working group at its pleasure.

14. COMMITTEE MEETINGS

14.01 – Location and Frequency of Meetings

Committee meetings shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for the Committee to conduct its business.

14.02 – Manner of Meeting

Any meeting of a Committee, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing) and persons participating in the meeting by such means are deemed to be present at the meeting.

14.03 – Chair

In the event that the Chair of the Committee is unable or unwilling to preside at the meeting, the Committee members shall select, from amongst their number, a Committee member to serve as Chair for the purposes of that meeting.

14.04 – Minutes

The Chair of each Committee shall ensure that accurate minutes of all Committee meetings and proceedings are recorded, approved and maintained at the College office.

14.05 – Simple Majority

Unless specifically provided for otherwise under the Code or the by-laws, every motion which properly comes before a Committee shall be decided by a simple majority of the votes cast at the meeting by the Committee members present.

14.06 – Chair Vote

If the Chair is a member of the Committee, he or she may vote.

14.07 – Tie Votes

In the event of a tie vote, the motion is defeated.

15. DUTIES OF COUNCIL AND COMMITTEE MEMBERS

15.01 – Expectations and Duties

Every member of Council and every Committee member shall, in the performance of his or her duties:

- (i) familiarize himself or herself with the Act, the RHPA, the by-laws and any policies of the College;
- (ii) familiarize himself or herself with any other records, documents and guidelines that may be necessary for the performance of his or her duties;
- (iii) comply with the provisions of the Act, the RHPA, the by-laws, any policies of the College and rules that are adopted by Council, from time to time;
- (iv) regularly attend meetings on time and participate constructively in discussions;
- (v) ensure that confidential matters coming to his or her attention as a member of Council or as a member of a Committee or working group are not disclosed by him or her, except as required for the performance of his or her duties or as permitted by the RHPA;
- (vi) conduct himself or herself in an appropriate manner with College staff, other members of Council or members of the Committees, Members and members of the public;
- (vii) comply with the College's Code of Conduct, which is attached as Schedule 4 to the by-laws and forms part of these by-laws;
- (viii) avoid, or where that is not possible, declare all conflicts of interest in the manner set out in the by-law;
- (ix) step down from his or her position as Council and / or Committee member and / or working group member in the event that allegations regarding his or her conduct, competence or capacity are referred to the Discipline Committee or Fitness to Practice Committee until such time as the matter has been finally disposed of; and
- (x) perform the duties associated with his or her position conscientiously and with due care and diligence in a manner that serves and protects the public interest.

15.02 – Removal of Council or Committee Member

The following procedure shall be followed in the event that a Council or Committee member is alleged to have contravened the duties of a Council or Committee member or meets the criteria for disqualification set out in article 10.29.

- (i) A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Council or Committee member or the Registrar. If a member of Council or a Committee receives such a complaint, he or she shall immediately file it with the Registrar.

- (ii) The Registrar shall report the complaint to the President and / or the Vice-President who shall bring the complaint to the Executive Committee if he or she believes that the complaint may warrant formal action.
- (iii) If the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall call a meeting of the Council. Council shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:
 - (a) censure of the member verbally or in writing,
 - (b) removal of the member from any Committee and / or working group on which he or she serves,
 - (c) disqualification of an elected member of Council from the Council, or a report requesting removal of the member concerned from the Council to the Public Appointments Secretariat.
- (iv) A decision finding that there has been a breach of duties or that a Council or Committee member meets the criteria for disqualification set out in article 10.29, and a decision to impose a particular sanction must be approved by a two-thirds affirmative vote of the Council members present and voting.
- (v) The Council or Committee member whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she will be given a reasonable opportunity to respond to the allegation.

16. CONFLICTS OF INTEREST

16.01 – Duty to Avoid Conflicts of Interest

All Council and Committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal or financial interest. All Council and Committee members have a duty to uphold and further the intent of the Act to regulate the practice and profession of homeopathy in Ontario, and not to represent the views of advocacy or special interest groups.

16.02 – Recognition of Conflict

Council and Committee members recognize that a conflict of interest or an appearance of a conflict of interest by a member of Council or its Committees:

- (i) could bring discredit to the College,

- (ii) could amount to a breach of the fiduciary obligation of the person to the College, and
- (iii) could create liability for either the College and / or the person involved.

16.03 – Conflicts Relating to Involvement with a Professional Association

A member of Council or a Committee member shall be perceived to have conflict of interest in a matter and should not serve on Council or its Committees at all if he or she holds a responsible position such as director, owner, board member or officer in or is an employee of any Professional Association relating to homeopathy.

16.04 – Conflicts Relating to Position in Other Organizations

A member of Council or a Committee member would be perceived to have conflict of interest in a matter and should refrain from participating in any discussion or voting if he or she holds a responsible position such as director, owner, board member or officer in or is an employee of another organization where his or her duties may be seen by a reasonable person as influencing his or her judgment in the matter under consideration by the Council or its Committees. For example, an educator in a school should not participate in any decisions relating to the status of that school, its program(s) or the acceptability for registration of graduates from that school.

16.05 – Declaration Forms

Upon appointment or election, and annually thereafter if requested, every Council and Committee member and every member of a working group shall fully complete and deliver to the Registrar a form, available from the Registrar, declaring his or her current and recent affiliations with Professional Associations and other organizations to facilitate compliance with the above provisions.

16.06 – Interests of Related Persons

For the purposes of this by-law, the direct or indirect personal or financial interests of a parent, spouse, child or sibling of a Council or Committee member are interpreted to be the interests of the Council or Committee member. Here, the term “spouse” includes a common-law spouse and a same-sex partner of the person.

16.07 – Where a Conflict May Exist

Where a Council or Committee member believes that he or she may have a conflict of interest in any matter which is the subject of deliberation or action by the Council or its Committees, he or she shall

- (i) consult, as needed, with the President, the Registrar and / or legal counsel and, if there is any doubt about whether he or she may have or be perceived to have a conflict, prior to any consideration of the matter, declare the potential conflict to the Council or the Committee and accept Council's or the Committee's direction as to whether there is an appearance of a conflict;
- (ii) where there appears to be a conflict of interest, not take part in the discussion of, or vote on, any question in respect of the matter;
- (iii) where there appears to be a conflict of interest, absent himself or herself from the portion of any meeting relating to the matter; and
- (iv) where there appears to be a conflict of interest, not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter.

16.08 – Conflicts Recorded in Minutes

Every declaration of a conflict of interest shall be recorded in the minutes of the meeting together with a description of the nature of the conflict.

16.09 – Use of College Information or Property

A member of Council or a Committee member shall not use College property or information of any kind to advance his or her own interests, direct or indirect.

16.10 – Staff Positions

A member of Council or a Committee member may not hold any other position, contract or appointment with the College while serving as a member of Council or its Committees. There is a one-year waiting period before the individual may apply for a staff or consultant position with the College. This includes, but is not limited to, positions as peer assessor, investigator, inspector, examiner or staff.

17. CONFIDENTIALITY

17.01 – Duty of Confidentiality

Members of the Council and Committees, staff and persons retained or appointed by the College are required to maintain confidentiality of information that comes before them in the course of discharging their duties unless disclosure is authorized by the Council or is otherwise permitted under section 36(1) of the RHPA.¹

¹ In 2009, section 36 of the *Regulated Health Professions Act, 1991* read as follows:
Confidentiality

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- 36.** (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person except,
- (a) to the extent that the information is available to the public under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*;
 - (b) in connection with the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*, including, without limiting the generality of this, in connection with anything relating to the registration of members, complaints about members, allegations of members' incapacity, incompetence or acts of professional misconduct or the governing of the profession;
 - (c) to a body that governs a profession inside or outside of Ontario;
 - (d) as may be required for the administration of the *Drug Interchangeability and Dispensing Fee Act*, the *Healing Arts Radiation Protection Act*, the *Health Insurance Act*, the *Independent Health Facilities Act*, the *Laboratory and Specimen Collection Centre Licensing Act*, the *Ontario Drug Benefit Act*, the *Coroners Act*, the *Controlled Drugs and Substances Act* (Canada) and the *Food and Drugs Act* (Canada);
 - (e) to a police officer to aid an investigation undertaken with a view to a law enforcement proceeding or from which a law enforcement proceeding is likely to result;
 - (f) to the counsel of the person who is required to keep the information confidential under this section;
 - (g) to confirm whether the College is investigating a member, if there is a compelling public interest in the disclosure of that information;
 - (h) where disclosure of the information is required by an Act of the Legislature or an Act of Parliament;
 - (i) if there are reasonable grounds to believe that the disclosure is necessary for the purpose of eliminating or reducing a significant risk of serious bodily harm to a person or group of persons; or
 - (j) with the written consent of the person to whom the information relates.

Reports required under Code

[\(1.1\)](#) Clauses (1) (c) and (d) do not apply with respect to reports required under section 85.1 or 85.2 of the Code.

Definition

[\(1.2\)](#) In clause (1) (e), "law enforcement proceeding" means a proceeding in a court or tribunal that could result in a penalty or sanction being imposed.

Limitation

[\(1.3\)](#) No person or member described in subsection (1) shall disclose, under clause (1) (e), any information with respect to a person other than a member.

No requirement

[\(1.4\)](#) Nothing in clause (1) (e) shall require a person described in subsection (1) to disclose information to a police officer unless the information is required to be produced under a warrant.

Confirmation of investigation

[\(1.5\)](#) Information disclosed under clause (1) (g) shall be limited to the fact that an investigation is or is not underway and shall not include any other information.

Not compellable

[\(2\)](#) No person or member described in subsection (1) shall be compelled to give testimony in a civil proceeding with regard to matters that come to his or her knowledge in the course of his or her duties.

Evidence in civil proceedings

[\(3\)](#) No record of a proceeding under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*, no report, document or thing prepared for or statement given at such a proceeding and no order or decision made in such a proceeding is admissible in a civil proceeding other than a proceeding under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* or a proceeding relating to an order under section 11.1 or 11.2 of the *Ontario Drug Benefit Act*.

17.02 – Subsection 36(1) of the RHPA

Subsection 36 (1) of the RHPA states, in part, as follows:

36. (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every Member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person

17.03 – Disclosure Under the RHPA

Subsection 36(1) of the RHPA permits disclosure in a number of specific circumstances. Members of the Council and Committees, staff and persons retained or appointed by the College are expected to understand when those exceptions apply and seek advice if they are in doubt.

17.04 – Confidentiality Agreement

Council and Committee members, staff and persons retained or appointed by the College are required to sign, annually, the confidentiality or fiduciary agreement approved by Council.

18. COMMUNICATIONS

18.01 – Media Contacts

All media contact shall be channelled and coordinated through the Registrar's office. Any Council or Committee member or any member of a working group being asked by media representatives to provide interviews, respond to inquiries or to comment on issues concerning the regulation of the profession or the operation of the College shall not provide any such communication and shall instead refer them to the Registrar's office.

18.02 – College Communications

The Registrar, the President or, in the absence of the President, the Vice-President,

- (i) are the authorized spokespersons of the College but either of them may request a member of Council or staff to perform this function, as appropriate, under the circumstances; and
- (ii) may communicate with the media to provide interviews, respond to inquiries or comment on issues concerning regulation of the profession or the

operation of the College. A member of Council or a Committee member shall not perform such Communications unless authorized by the Registrar, the President or, in the absence of the President, the Vice-President.

18.03 – Consistent Messaging

All messages to the media and to the public must be consistent with the approved policies and positions of the College. Any member of Council or Committee member shall resign all positions with the Council and its Committees prior to expressing public disagreement with a decision, policy or position of the College or its Committees and even then, shall only do so in a manner consistent with his or her ongoing fiduciary duties towards the College.

18.04 – Invitations for Speaking Engagements

All requests inviting the President, the Registrar and / or members of Council, Committees or working groups to speak in his or her capacity as a representative of the College must be submitted, in writing, to the Registrar's office with details of the date, time and place of the speaking engagement as well as the topic and anticipated length of the presentation.

18.05 – Acceptance of Invitations for Speaking Engagements

The Registrar, in consultation with the President, where possible, will review all requests inviting Council, Committee or working group members to speak and shall determine whether to accept the invitation and the appropriate representative to address the topic. Other than as described above, no member of Council, a Committee or working group shall accept any request to make representations or speak on behalf of the College or in his or her capacity as a representative of the College.

18.06 – Presentation Content

The content of every presentation must be consistent with the approved policies and positions of the College and shall be submitted at least five (5) days before the date of the presentation to the Registrar or a person designated by the Registrar for approval.

18.07 – No Compensation

No person speaking in his or her capacity as a representative of the College shall receive any payment or benefit related to the presentation or, if the payment or gift cannot in the circumstances be gracefully declined, it shall immediately be turned over to the Registrar. However, mementoes of nominal value (\$50.00 or less) may be accepted and retained.

19. FEES

[To be developed]

20. PROFESSIONAL LIABILITY INSURANCE

[To be developed]

21. THE REGISTER

[To be developed]

22. PROFESSIONAL CORPORATIONS

[To be developed]

23. FUNDING FOR THERAPY AND COUNSELLING FOR SEXUAL ABUSE

[To be developed]

24. BY-LAWS AND AMENDMENTS

24.01 – Effective Date

These by-laws shall become effective as soon as they have been approved by the Council.

24.02 – Amendments

The by-laws of the College or any section thereof may be enacted, amended, or revoked by a simple majority of the Council members present and voting at a meeting of Council called for that purpose.

SCHEDULE 1 TO THE BY-LAWS Process for Election of Officers

The elections will be supervised by the Registrar. The Registrar may be assisted by scrutineers.

Before the first regular meeting of the newly elected Council each year or any other Council meeting designated for the purpose by Council resolution, the Registrar shall send an invitation to all Council members requesting any person wishing to stand for election to the offices of the President, Vice-President and Executive Committee member to indicate so, in writing, to the Registrar.

A Member's written intent must be supported by the signatures of two other Council Members and be returned to the Registrar no later than 5:00 p.m. on the day before the meeting of Council when the election of officers shall take place.

At the meeting of Council when the election of officers shall take place, the Registrar shall present the names of eligible candidates who have indicated their interest for the position of President.

Where there is only one nominee for a position, that person shall be elected by acclamation. In the event that there is more than one candidate for the office, the voting will be conducted by ballot, with the result being tabulated and then recorded and reported by the Registrar. Before the vote, candidates shall be given the opportunity to speak briefly (order to be determined by lot). The election of a candidate shall be confirmed by a majority vote of those present and voting. Where no candidate receives a majority vote, the candidate receiving the fewest votes shall be disqualified and the Council shall, by ballot, vote on the remaining candidates until one candidate receives a majority vote.

In the event of a tie, a second ballot will take place. Candidates will have an opportunity to speak briefly before the vote. If the second ballot also results in a tie, the winning candidate will be determined by lot.

The results of each election will be tabulated and reported by the Registrar, with the number of votes accorded to each candidate to remain confidential.

Once the President is elected, the Vice-President shall be nominated and elected in a similar manner. Once the Vice-President has been elected, the remaining Executive Committee positions shall be filled, one at a time, in a similar manner ensuring that there are an appropriate number of Members and Public Members.

Once the election is completed, the Registrar shall call for a motion to destroy the ballots.

The elected members of the Executive Committee may then speak briefly.

The above process shall be followed for every election of officers, with the exception of the first election of officers, which may deviate from the above process to the extent deemed necessary by the Registrar.

SCHEDULE 2 TO THE BY-LAWS

Honoraria

[To be developed]

SCHEDULE 3 TO THE BY-LAWS

Rules of Order of the Council

1. In this Schedule, "Member" means a Member of the Council.
2. Each agenda topic will be introduced briefly by the person or Committee representative raising it. Members may ask questions of clarification, then the person introducing the matter shall make a motion and another Member must second the motion before it can be debated.
3. When any Member wishes to speak, he or she shall so indicate by raising his or her hand and shall address the presiding officer and confine himself or herself to the matter under discussion.
4. Staff persons and consultants with expertise in a matter may be permitted by the presiding officer to answer specific questions about the matter.
5. Observers at a Council meeting are not allowed to speak to a matter that is under debate.
6. A Member may not speak again on the debate of a matter until every other Member who wishes to speak to it has been given an opportunity to do so. The only exception is that the person introducing the matter or a staff person may answer questions about the matter. Members will not speak to a matter more than twice without the permission of the presiding officer.
7. No Member may speak longer than five (5) minutes upon any motion except with the permission of Council.
8. When a motion is under debate, no other motion can be made except to amend it, to postpone it, to put the motion to a vote, to adjourn the debate or the Council meeting or to refer the motion to a Committee.
9. A motion to amend the motion then under debate shall be disposed of first. Only one motion to amend the motion under debate can be made at a time.
10. When it appears to the presiding officer that the debate on a matter has concluded, when Council has passed a motion to vote on the motion or when the time allocated to the debate on the matter has concluded, the presiding officer shall put the motion to a vote.
11. When a matter is being voted on, no Member shall enter or leave the Council room, and no further debate is permitted.
12. No Member is entitled to vote upon any motion in which he or she has a conflict of interest, and the vote of any Member so interested will be disallowed.

13. Any motion decided by the Council shall not be re-introduced during the same meeting except by a two-thirds vote of the Members then present.
14. Whenever the presiding officer is of the opinion that a motion offered to the Council is contrary to these rules or the by-laws, he or she shall rule the motion out of order and give his or her reasons for doing so.
15. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Council without debate.
16. The above rules may be relaxed by the presiding officer if it appears that greater informality is beneficial in the particular circumstances, unless the Council requires strict adherence.
17. Members are not permitted to discuss a matter with observers while it is being debated.
18. Members shall turn off cell phones during Council meetings and, except during a break in the meeting, shall not use a cell phone, blackberry or other electronic device. Laptops shall only be used during Council meetings to review materials related to the matter under debate (e.g., electronic copies of background documents) and to make personal notes of the debate.
19. Members are to be silent while others are speaking.
20. In all cases not provided for in these rules or by other rules of Council, the current edition of "Robert's Rules of Order" shall be followed so far as they may be applicable.
21. These Rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the by-laws, including audio or video conferencing.

SCHEDULE 4 TO THE BY-LAWS

Code of Conduct

(1) This Schedule applies to members of Council and members of all Committees of the College.

(2) Council and Committee members must, at all times, maintain high standards of integrity, honesty and loyalty when discharging their College duties. They must act in the best interest of the College. They shall:

- (a) be familiar and comply with the provisions of the *Regulated Health Professions Act, 1991* and its regulations, the *Health Professions Procedural Code*, the *Homeopathy Act, 2007* and its regulations, and the by-laws and policies of the College;
- (b) be prepared to participate in Council meetings and Committee work including reading background materials and briefing documents;
- (c) diligently take part in Committee work and actively serve on Committees as appointed by the Council;
- (d) regularly attend meetings on time (including not missing two (2) or more consecutive meetings without reasonable cause) and participate constructively in discussions;
- (e) offer opinions and express views on matters before the College, Council and Committee, when appropriate;
- (f) participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Council and Committee members;
- (g) uphold the decisions made by a majority of Council and Committees, regardless of the level of prior individual disagreement;
- (h) place the interests of the College, Council and Committee above other interests;
- (i) avoid and, where that is not possible, declare any appearance of or actual conflicts of interest;
- (j) refrain from including or referencing Council or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards (although referencing one's titles or positions held at the College in one's curriculum vitae is

acceptable so long as the curriculum vitae is not overtly used in a promotional manner);

- (k) preserve confidentiality of all information before Council or Committee unless disclosure has been authorized by Council or is otherwise exempted under s. 36(1) of the *RHPA*;
- (l) refrain from attempting to influence a statutory decision unless one is a member of a panel of the Committee or, where there is no panel, of the Committee dealing with the matter;
- (m) respect the boundaries of staff whose role is not to report to or work for individual Council or Committee members including not contacting staff members directly, except on matters where the staff member has been assigned to provide administrative support to that Committee or the Council or where otherwise appropriate;
- (n) be respectful of others and not engage in behaviour that might reasonably be perceived as verbal, physical or sexual abuse or harassment.